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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

WORD WORLD, LLC,

Debtor and Debtor-in-Possession.

Case No: 11-10543 (SHL)

Chapter 11

DECLARATION OF JAMES N. LAWLOR

James N. Lawlor, pursuant to the provisions of 28 U.S.C. § 1746, states and declares as follows:

1. I am an attorney at law of the States of New York and New Jersey and a member of the law firm of Wollmuth Maher & Deutsch LLP (the “**Firm**”), 500 Fifth Avenue, New York, New York 10110, attorneys for Word World, LLC, a New York limited liability company and debtor and debtor-in-possession (the “**Debtor**”).

2. Attached as Exhibit “A” to this declaration is a true and correct copy of the Secured Super-Priority Debtor in-Possession Loan Agreement, dated as of March 3, 2011, between with Orchard Enterprises NY, Inc., as lender, and Word World, LLC, as borrower (the “**DIP Loan Agreement**”), which DIP Loan Agreement is referenced in the Notice of Proposed Order: Proposed Final Order for Motion to Approve DIP Financing [Docket No. 53] and is submitted herein in connection with and to supplement the Motion for an Interim Order

Authorizing Debtor-in-Possession Financing from Standard General Fund, L.P. and Scheduling
Further Hearing for Final Approval [Docket No. 14].

I declare under penalty of perjury under the laws of the United States of America that the
foregoing is true and correct.

Dated: March 3, 2011
New York, New York

Respectfully submitted,

/s/ James N. Lawlor
Paul R. DeFilippo
James N. Lawlor
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